

EXHIBIT D

CONFIDENTIAL CLAIM FORM

BELLIFEMINE, ET AL. v. SANOFI-AVENTIS U.S. LLC

Your Claim Form must be returned POSTMARKED by no later than [MONTH DAY, YEAR]. Enclosed is a self-addressed stamped envelope for returning a Claim Form.

[class member's name]

[address1] [address2]

[city], [state] [zip]

If you are a woman who is, or was, employed as a SALES PROFESSIONAL or DISTRICT SALES MANAGER for SANOFI-AVENTIS in the United States at any time from MAY 12, 2005 through [PRELIMINARY APPROVAL DATE], you may be eligible for a monetary award from the claims process of this settlement.

In order to receive a monetary award, you must complete and submit timely answers to the questions which apply to you in this Claim Form, describing any gender discrimination you experienced at sanofi-aventis related to (i) promotions and compensation, (ii) harassment, (iii) retaliation, and (iv) emotional distress.

NOTE: Claims based on facts occurring before May 12, 2005 or after [preliminary approval date] are not eligible for any monetary award from the claims process of this settlement.

If your address is different than printed on the label above or if you did not receive this Claim Form in the mail, please complete your accurate and complete address information below.

Full Name: _____
First/Middle Initial/Last Name

Address: _____
Street Address, including any apartment or box number

City State Zip Code

CLAIM FORM INSTRUCTIONS

All information contained in this Claim Form will be kept strictly confidential. Answers will only be reviewed by the Claims Administrator, approved by the Court, to make determinations regarding your monetary award from the claims process of this settlement.

The Claims Administrator will allocate points to each eligible Class Member who submits a Claim Form. You will receive points based upon the information you provide in your answers about gender discrimination, harassment and retaliation you experienced at sanofi-aventis. If you provide detailed information and supporting documentation for your answers about gender discrimination, harassment and retaliation, you may receive additional points. Claimants will also be eligible to receive additional points for information provided about emotional harm suffered as a result of the discrimination.

Your answers and documentation will not be disclosed to sanofi-aventis. You will not be subject to any retaliation for your completion of these questions.

Answer Sections A through D to the extent that they apply to you. Fill in only what applies to you. The monetary award that you receive will be determined based on a combination of your answers to these questions, your supporting documentation, and your work history at sanofi-aventis. Your answers to Section E are required for you to participate in the claims process.

Make sure to ***sign and date*** your Claim Form. You may use additional sheets of paper to answer any question on the Claim Form. If you do so, please be sure to put your name, social security number, and the question number on each additional sheet of paper you include with your Claim Form.

IMPORTANT: In order to be eligible to receive a settlement award through this claims process, you must return this Claim Form postmarked on or before [MONTH DAY, YEAR], to:

**CLAIMS ADMINISTRATOR
SANOFI-AVENTIS GENDER DISCRIMINATION LITIGATION
POST OFFICE BOX NUMBER
CITY, STATE ZIP
TELEPHONE**

If you need assistance in completing your Claim Form, you can get free help by contacting Class Counsel: Sanford Wittels & Heisler, LLP, 1350 Avenue of the Americas, Suite 3100, New York, New York 10019, Tel: (646) 723-2947, Fax: (646) 723-2948, sanofi-classaction@nydclaw.com

SECTION A

PROMOTIONS AND COMPENSATION

CLASS MEMBERS WHO BELIEVE THEY EXPERIENCED DISCRIMINATION IN PROMOTIONAL OPPORTUNITIES AND/OR COMPENSATION ON THE BASIS OF THEIR GENDER, PLEASE ANSWER QUESTIONS 1-2.

1. At anytime from May 12, 2005 through [preliminary approval date], were you denied or unable to apply for a promotion(s) or management position(s) at sanofi-aventis that you believe you were qualified for?

If "Yes," please explain. Relevant information can include: the position title, approximate date, whether or not you were interviewed, the name, gender, and qualifications of the person who received the position, if known, how you applied for the position, why you believe you were deserving of the position, and whether you were prevented from applying for the position because you were not aware of it or did not receive support from your direct manager.

You may, but are not required to, provide supporting documentation.

2. At anytime from May 12, 2005 through [preliminary approval date], do you feel that your base pay compensation at sanofi-aventis was less than men who performed similar jobs?

If "Yes," please explain. Relevant information can include: the position(s) which you held, the dates that you held that position, your base rate of pay, what you believe your base rate of pay should have been, and any additional information you have regarding the basis for your view that your compensation was unequal.

You may, but are not required to, provide supporting documentation.

SECTION B**HARASSMENT****CLASS MEMBERS WHO BELIEVE THEY WERE SUBJECTED TO HARASSMENT ON THE BASIS OF THEIR GENDER, PLEASE ANSWER QUESTION 3.**

3. At any time from May 12, 2005 through [preliminary approval date], do you believe that you were subjected to harassment on the basis of your gender at sanofi-aventis?

If "Yes," please explain. Relevant information can include: the approximate date(s) of each occurrence, the manager(s) or employee(s) involved, and any specifics about the situation; and/or whether you complained about the harassment, the approximate date(s) you made the complaint(s), the manager(s), employee(s), Human Resources representatives or other agents you complained to, and whether the harassment continued after your complaint(s).

You may, but are not required to, provide supporting documentation.

SECTION C

RETALIATION

CLASS MEMBERS WHO BELIEVE SANOFI-AVENTIS RETALIATED AGAINST THEM FOR OPPOSING GENDER DISCRIMINATION, PLEASE ANSWER QUESTIONS 4-5.

4. At any time from May 12, 2005 through [preliminary approval date], did you ever oppose or object to gender discrimination at sanofi-aventis?

If “Yes, please explain. Relevant information can include: any complaint, opposition, report or refusal to participate in gender discrimination; any testimony or participation in any investigation, proceeding, or hearing, whether in connection with this lawsuit or any other complaint of gender discrimination; any lawsuit, complaint or charge filed with any government agency (e.g., Equal Employment Opportunity Commission) alleging gender discrimination, whether in connection with this lawsuit or any other complaint of gender discrimination.

You may, but are not required to, provide supporting documentation.

5. If you replied “Yes” to Question 4 do you believe that you were retaliated against because of your actions in opposition to gender discrimination?

If “Yes,” please explain. Relevant information can include a description of the retaliation, including the approximate date(s) of each occurrence, the date(s) of your oppositional activity, the manager(s) or employee(s) involved, whether you complained about the retaliation and if it continued after your complaints, and any specifics about the situation.

You may, but are not required to, provide supporting documentation.

SECTION D

MEDICAL AND/OR PSYCHOLOGICAL EFFECTS OF DISCRIMINATION **(COMPENSATORY DAMAGES)**

CLASS MEMBERS WHO BELIEVE THEY EXPERIENCED MEDICAL AND/OR PSYCHOLOGICAL EFFECTS OF DISCRIMINATION ON THE BASIS OF THEIR GENDER, PLEASE ANSWER QUESTIONS 6-9.

NOTE: All medical information will be kept strictly confidential. It will not be disclosed to sanofi-aventis. It will be reviewed by a Court approved Claims Administrator to make determinations regarding your monetary award.

6. Do you contend that any of the gender discrimination, harassment or retaliation you allege in this Claim Form resulted in physical, emotional, or psychological effects or damages to you?

If you answered "No" to Question 6, please skip the remainder of this section.

7. At any time from May 12, 2005 through [preliminary approval date], did you see a medical doctor, medical practitioner, psychiatrist, psychologist or any other mental health professional because of any physical, emotional or psychological effects you believe were caused by any conduct you allege in this Claim Form as gender discrimination, harassment or retaliation?

If "Yes," please explain. Relevant information can include the name(s) and address(es) of each medical or mental health professional you have seen, the number of times you sought treatment, the duration (time period) of any treatment, any diagnosis, and whether medication or any other treatment regimen was prescribed.

You may, but are not required to, provide supporting documentation. All medical information will be kept strictly confidential.

8. Have you suffered any short-term or long-term disability related to the physical, emotional or psychological effects of any conduct you allege in this Claim Form as gender discrimination, harassment or retaliation?

If "Yes," please explain. Relevant information can include the diagnosis, the duration (time period) of the disability, and the economic (lost wages) or non-economic harm of the disability.

You may, but are not required to, provide supporting documentation. All medical information will be kept strictly confidential.

9. Have you incurred any monetary costs for any medical or psychological treatments or prescriptions you sought as a result of the physical, emotional or psychological effects of any conduct you allege in this Claim Form as gender discrimination, harassment or retaliation?

If "Yes," please explain. Relevant information can include the amount of cost(s) and what any cost(s) was/were incurred for.

You may, but are not required to, provide supporting documentation. All medical information will be kept strictly confidential.

SECTION E

SWORN AFFIRMATION AND SIGNATURE

I, _____, DECLARE UNDER PENALTY OF PERJURY THAT THE INFORMATION AND FACTS I HAVE STATED IN THIS CLAIM FORM ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

I understand that I must keep the Claims Administrator informed of my current address and of any change in my home address. If I do not do so, I understand that I may not receive any award that I might otherwise be entitled to receive.

Executed this ____ day of _____, 2010

Signature of Claimant

Typed or Printed Name of Claimant

Social Security Number of Claimant

WHEN YOU HAVE COMPLETED THIS CLAIM FORM, PUT IT IN THE SELF-ADDRESSED STAMPED ENVELOPE PROVIDED, AND MAIL IT BY NO LATER THAN [MONTH DAY, YEAR]

TO:

**CLAIMS ADMINISTRATOR
BELLIFEMINE V. SANOFI-AVENTIS DISCRIMINATION LITIGATION
POST OFFICE BOX NUMBER
CITY, STATE ZIP
TELEPHONE**